

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

THE COOPER COMPANIES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation or
organization)

6140 Stoneridge Mall Road
Suite 590
Pleasanton, California 94588
(Address of principal executive
offices)

94-2657368
(I.R.S. Employer
Identification
Number)

Registrant's telephone number
including area code: (925) 460-3600

THE COOPER COMPANIES, INC.
1998 LONG TERM INCENTIVE PLAN
(FULL TITLE OF THE PLAN)

CAROL R. KAUFMAN
VICE PRESIDENT OF LEGAL AFFAIRS, SECRETARY AND
CHIEF ADMINISTRATIVE OFFICER

THE COOPER COMPANIES, INC.
6140 STONERIDGE MALL ROAD, SUITE 590
PLEASANTON, CA 94588
(925) 460-3600
(Name, address and telephone number, including area code, of
agent for service)

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (No. 333-58839) amends and restates Part II, Item 8 hereof as follows:

ITEM 8. EXHIBITS

- 4.1* Restated Certificate of Incorporation, as amended, incorporated by reference to Exhibit 4(a) to the Registrant's Registration Statement on Form S-3 (No. 33-17330).
- 4.2* Certificate of Amendment of Restated Certificate of Incorporation dated September 21, 1995, incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 1995.
- 4.3* Certificate of Designations of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc., incorporated by reference to Exhibit 4.0 to the Registrant's Current Report on Form 8-K dated October 29, 1997.
- 4.4* Amended and Restated By-Laws of the Registrant, incorporated by reference to Exhibit 3.2 to the Registrant's Report on Form 8-A dated January 18, 1994.
- 4.5* Rights Agreement, dated as of October 29, 1997, between the Registrant and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.0 to the Registrant's Current Report on Form 8-K dated October 29, 1997.
- 4.6* The Cooper Companies, Inc. 1998 Long Term Incentive Plan, incorporated by reference to the Registrant's Proxy Statement on Form 14A filed on February 18, 1998.
- 4.7 Amendment No. 1 to The Cooper Companies, Inc. 1998 Long Term Incentive Plan dated as of April 2, 1998.
- 5.1* Opinion of Latham & Watkins.
- 23.1 Consent of Independent Certified Public Accountants.
- 23.2* Consent of Latham & Watkins (included in Exhibit 5.1).
- 24.1* Power of Attorney.

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* Previously filed.

THE COOPER COMPANIES, INC.

EXHIBIT INDEX

Description of Exhibit

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AMENDMENT NO. 1
TO
THE 1998 LONG TERM INCENTIVE PLAN
OF
THE COOPER COMPANIES, INC.

WHEREAS, The Cooper Companies, Inc. (the "Company") has adopted The 1998 Long Term Incentive Plan of The Cooper Companies, Inc. (the "Plan"); and

WHEREAS, Section 12 of the Plan permits the Board of Directors of the Company to amend the Plan, subject to certain limitations; and

WHEREAS, the Board of Directors of the Company desires to amend the Plan in certain respects;

NOW, THEREFORE, the Plan is hereby amended as follows:

FIRST: The Second Paragraph of Section 12 of the Plan is hereby amended by inserting the following sentence at the end of the paragraph: "Except for adjustments permitted under Section 3 of the Plan, there will be no repricing of "underwater" stock options (stock options whose exercise price is greater than market price) without first obtaining stockholder approval."

SECOND: The provisions of this Second Paragraph shall be effective as of April 2, 1998.

THIRD: Except to the extent herein above set forth, the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the Board of Directors of the Company has caused this Amendment No. 1 to the Plan to be executed by a duly authorized officer of the Company as of April 2, 1998.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman

Carol R. Kaufman

Title: Vice President of Legal Affairs

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors
The Cooper Companies, Inc.:

We consent to the use of our reports incorporated herein by reference.

KPMG LLP

San Francisco, California
January 20, 1999